

**THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

IN RE:	§	CHAPTER 11
	§	
GTL (USA), INC.	§	CASE NO. 15-40248
	§	
Debtor.	§	
	§	

**APPLICATION TO EMPLOY KANE RUSSELL COLEMAN & LOGAN PC AS
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

NO HEARING WILL BE CONDUCTED ON THIS APPLICATION UNLESS A WRITTEN OBJECTION IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AND SERVED UPON THE PARTY FILING THIS PLEADING WITHIN FOURTEEN (14) DAYS FROM THE DATE OF SERVICE UNLESS THE COURT SHORTENS OR EXTENDS THE TIME FOR FILING SUCH OBJECTION. IF NO OBJECTION IS TIMELY SERVED AND FILED, THIS APPLICATION SHALL BE DEEMED TO BE UNOPPOSED AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT. IF AN OBJECTION IS FILED AND SERVED IN A TIMELY MANNER, THE COURT WILL THEREAFTER SET A HEARING UNLESS IT DETERMINES THAT AN EVIDENTIARY HEARING IS NOT REQUIRED AND THAT THE COURT'S DECISION WOULD NOT BE SIGNIFICANTLY AIDED BY ORAL ARGUMENT. IF YOU FAIL TO APPEAR AT ANY SCHEDULED HEARING, YOUR OBJECTION MAY BE STRICKEN. THE COURT RESERVES THE RIGHT TO SET A HEARING ON ANY MATTER.

The Official Committee of Unsecured Creditors (the "Committee") for GTL (USA), Inc. (the "Debtor") files this Application (the "Application") to Employ Kane Russell Coleman & Logan PC as Counsel for the Committee and in support thereof would respectfully show the Court as follows:

JURISDICTION; VENUE; STATUTORY BASIS FOR RELIEF

1. This Court has jurisdiction over this Application and any hearings or orders entered pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C.

§ 157(b). Venue of this case and proceeding is in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The relief sought in this Application is based upon section 327(a) of title 11, United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code"), and Fed. R. Bankr. P. 2104(a) and 2016(b).

BACKGROUND

2. On February 9, 2015 (the "Petition Date") the Debtor filed its voluntary petition for relief under chapter 11 of the Bankruptcy Code.

3. The Debtor continues to operate its respective business as debtor-in-possession pursuant to Bankruptcy Code §§ 1107 and 1108. No trustee, examiner, or patient care ombudsman has been appointed.

RELIEF REQUESTED

4. On March 6, 2015, the United States Trustee for the Eastern District of Texas (the "Trustee") appointed the Committee. The Committee currently consists of the following voting members:

- (a) Ascom Network Testing, Inc.
- (b) AutOOpt Networks, Inc.
- (c) Informage SQN Technologies LLC
- (d) Software Quality Leaders, Inc.
- (e) TRS-RenTelco

5. Following the Committee's initial appointment, the Committee elected Amarendra Uppalapati on behalf of Software Quality Leaders, Inc., as Committee chairman and hired, subject to Court approval, Kane Russell Coleman & Logan PC, as the Committee's counsel ("KRCL").

6. The Committee seeks Court authority to employ KRCL as attorneys for the Committee, pursuant to 11 U.S.C. §§ 328 and 1103. KRCL presently maintains offices at 3700

Thanksgiving Tower, 1601 Elm Street, Dallas, Texas 75201. The telephone number and facsimile numbers are (214) 777-4200 and (214) 777-4299, respectively.

7. The Declaration of Jason B. Binford (Texas State Bar No. 24045499), a director of KRCL, is annexed hereto as Exhibit "A" in support of this Application in accordance with 11 U.S.C. § 1103 and Bankruptcy Rule 2014 and Local Bankruptcy Rule 2014.

8. The Committee has selected Jason B. Binford and KRCL as its counsel because Mr. Binford and the members of KRCL possess considerable experience in matters of this nature and are well qualified to represent the Committee in this case. Mr. Binford has over ten years' experience in the practice of law, specifically in the practice area of bankruptcy law and creditors' rights in bankruptcy courts across the country. Moreover, Mr. Binford, and other KRCL attorneys, have extensive experience in the representation of creditors' committees.

9. The professional services KRCL will render for the Committee include, but are not limited to, the following:

- (a) To provide the Committee with legal advice concerning its duties, powers and rights in relation to the Debtor and the administration of the Debtor's bankruptcy case;
- (b) To assist the Committee in the investigation of the acts, conduct, assets, and liabilities of the Debtor, and any other matters relevant to the case or to the formulation of a plan of reorganization;
- (c) To aid the Committee with the assistance of the Debtor in the formulation of a plan of reorganization, or if appropriate, to formulate the Committee's own plan of reorganization;
- (d) To take such action as is necessary to preserve and protect the rights of all unsecured creditors of the Debtor;
- (e) To prepare on behalf of the Committee all necessary applications, pleadings, adversary proceedings, answers, reports, orders, responses, and other legal documents;
- (f) To conduct appropriate discovery and investigation into the Debtor's operations, valuation of assets, lending relationships, management, and causes of action; and

- (g) To perform all other legal services which may be necessary and in the best interests of the unsecured creditors of the Debtor's estate.

10. Jason B. Binford, and each of the attorneys listed below, are in good standing as current members of the United States Bankruptcy Court for the Northern District of Texas, among other courts.

11. KRCL proposes to bill at normal hourly rates for attorneys and paralegals involved in representing the Committee. Below are the usual and customary rates of the individuals KRCL expects to be involved in this matter:

Attorney	Standard Hourly Rate
Jason B. Binford	\$385.00
John J. Kane	\$305.00
Directors	\$350.00 – \$600.00
Associates	\$260.00 – \$385.00
Paralegals	\$125.00 – \$190.00

12. KRCL also requires reimbursement for actual, necessary expenses incurred in representing the Committee.

13. The expenses charged to clients include, among other things, telephone and telecopy, travel, and other travel-related charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels provided by KRCL to outside copying services for use in mass mailings), expenses for "working meals," computerized research, transcription costs as well as non-ordinary overhead expenses such as secretarial overtime necessitated by emergencies beyond KRCL's control. KRCL's practice, with respect to facsimile charges, is not to charge for incoming faxes, but to only charge for outgoing facsimiles at the rate of \$.50 per page (local) and \$.55 per page (long distance). KRCL's charges to the Committee for

these expenses are consistent with the manner and rates generally charged to KRCL's other clients. KRCL believes it is fair to charge these expenses to clients incurring them rather than increase hourly rates and spread the expenses among all clients.

14. KRCL will not charge the Committee for travel time in this matter, unless KRCL attorneys are specifically working on matters related to the Debtor's case during any travel time.

15. Subject to this Court's approval of the Application, the Committee has agreed to the employment of KRCL as counsel at the hourly rates set forth above with such compensation to be paid in accordance with 11 U.S.C. §§ 328, 330 and 331 and Bankruptcy Rule 2016 and other orders of this Court.

16. The Committee believes that the employment of KRCL would be in the best interest of this estate. The Committee bases this belief, without limitation, upon the specific experience and knowledge which Mr. Binford and his fellow directors and associates have due to their prior representation of creditors and creditor committees in this and other bankruptcy cases, and that the general expertise and skill of the lawyers employed by KRCL will greatly assist the Committee in moving this case forward.

17. The Committee requests that this Court authorize the retention of KRCL as Counsel for the Committee as set forth herein pursuant to 11 U.S.C. §§ 328 and 1103(b).

18. The foregoing Application and accompanying Declaration of Jason B. Binford are based upon the best information currently available to KRCL and the Committee. Should new information be learned by KRCL, this Application will accordingly be supplemented.

NOTICE

19. Pursuant to Local Rules 2014(b) and 9013(f), and as set forth in the attached Certificate of Service, this Application has been served on the Debtor, the Debtor's counsel, the Office of the United States Trustee for the Eastern District of Texas, parties-in-interest who have filed a Notice of Appearance in the Debtor's bankruptcy case as of the date of filing of this Application, all Committee members and their respective attorneys, all alleged secured creditors, all governmental units, and all other persons through ECF.

20. No prior application for the relief requested herein has been made to this or any other court.

CONCLUSION

WHEREFORE, the Committee respectfully requests that this Court enter an order, substantially in the form annexed hereto, granting the Application, and such other and further relief as is just and proper.

Dated: March 9, 2015

By: /s/ Amarendra Uppalapati
Amarendra Uppalapati

Chairman of The Official Committee of
Unsecured Creditors for

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on March 9, 2015, a true and correct copy of the foregoing Application was served on all parties receiving ECF Notification and on the parties listed below via First Class U.S. Mail.

Lynnette Warman
Richard Grant
Culhane Meadows, PLLC
100 Crescent Court, Suite 700
Dallas, TX 76034

Timothy O'Neal
Office of the United States Trustee
110 N. College Ave., Suite 300
Tyler, TX 75702

James H. Billingsley
Polsinelli PC
2501 N. Harwood Street
Suite 1900
Dallas, TX 75201

Adam A. Lewis, Esq.
Kristin A. Hiensch
Morrison & Foerster LLP
425 Market Street
San Francisco, CA 94105-2482

Informage SQN
Technologies LLC
3415 Custer Road, Suite 105
Plano, TX 75023

AutoOpt Networks, Inc.
280 San Moreno Place, Suite 108
Fremont, CA 94539

Ascom Network Testing, Inc.
1943 Isaac Newton Square
Reston, VA 20190

Global Proserve Limited
Electronic Sadan 2, MIDC
TTC Industrial Area
Mahape, Navi Mumbai 400 710

Premium Assignment Corporation
PO Box 8000
Tallahassee, FL 32314-8000

TRS RenTelco
1830 West Airfield Drive
PO Box 613260
Dallas, TX 75261-9260

BeetaTek, Inc.
1333 Corporate Dr. Suite 105
Irving, TX 75038

Hertz Corporation
Commercial Billing Department 1124
PO Box 121124
Dallas, TX 75312-1124

American Express
PO Box 360001
Fort Lauderdale, FL 33336

Microlease
3486 Investment Blvd
Hayward, CA 94545

Software Quality Leaders, Inc.
12000 Ford Road, Suite A411
Dallas, TX 75234

ESA P Portfolio, LLC
Extended Stay America
11525 N. Community House Road
Suite 100
Charlotte, NC 28277-3610

Avis Rentals
7876 Collection Center Drive
Chicago, IL 60693

Origin to Future, Inc.
181 New Road, Suite 221
Parsippany, NJ 07054

Texas Workforce Commission
101 East 15th St
Austin, TX 78778

Universal Premium
PO Box 923928
Norcross, GA 30010

VAR Resources
Leasing Customer Service
MAC N00050055
800 Walnut Street
Des Moines, IA 50309-3605

TW Telecom
PO Box 172567
Denver, CO 80217-2567

All Stars Transportation
A S Transportation, Inc.
12415 Coral Drive
Frisco, TX 75034

/s/ Jason B. Binford

Jason B. Binford